DAT	TE: June 12, 2012 (enter date affidavit is notarized)	
I, Sara V. Mariska, attorney/ager (enter name of applicant of		by state that I am an
	olicant olicant's authorized agent listed in Par. 1(a) be	low 1156506
in Application No.(s): PCA/FDI (en	PA 2008-MD-003 ter County-assigned application number(s), e.	g. RZ 88-V-001)
and that, to the best of my knowl	edge and belief, the following information is to	rue:
owners, contract application,* and, if any of and all ATTORNEYS are behalf of any of the foreg (NOTE: All relationship Multiple relationships material Applicant/Title Owner,	a listing of the names and addresses of all AP PURCHASERS, and LESSEES of the land of the foregoing is a TRUSTEE,** each BEN and REAL ESTATE BROKERS, and all AGE oing with respect to the application: s to the application listed above in BOLD print by be listed together, e.g., Attorney/Agent, Coetc. For a multiparcel application, list the Tax is in the Relationship column.)	described in the EFICIARY of such trust, ENTS who have acted on at must be disclosed. Entract Purchaser/Lessee,
NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
WRI Hilltop Village, LLC	2600 Citadel Plaza, Suite 125 Houston, TX 77008	Applicant/Title Owner of Tax Map 100-1 ((1)) 9A, 11A, 11A1,
Agents: J. Brent Clarke, III Michael C. Gailliot Michael D. Kaney William M. Crook Marc A. Kasner Joe D. Shafer Mark D. Stout Robert C. Smith Johnny Hendrix (nmi)		14, 15

(check if applicable)

Stephen C. Richter

- [1] There are more relationships to be listed and Par. 1(a) is continued on a "Rezoning Attachment to Par. 1(a)" form.
- * In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.
- ** List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

Page 1 of 1

Rezoning Attachment to Par. 1(a)

DATE: June 12, 2012

(enter date affidavit is notarized)

1156506

for Application No. (s): PCA/FDPA 2008-MD-003

(enter County-assigned application number (s))

(NOTE: All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

NAME

(enter first name, middle initial, and last name)

Walsh, Colucci, Lubeley, Emrich & Walsh, P.C.

Agents:
Martin D. Walsh
Lynne J. Strobel
Timothy S. Sampson
M. Catharine Puskar
Sara V. Mariska
G. Evan Pritchard
Jonathan D. Puvak
Elizabeth D. Baker
Inda E. Stagg

ADDRESS

(enter number, street, city, state, and zip code)

2200 Clarendon Boulevard 13th Floor Arlington, Virginia 22201 RELATIONSHIP(S)

(enter applicable relationships listed in **BOLD** above)

Attorneys/Planners/Agent

Dewberry & Davis LLC

Elizabeth A. McKeeby

8401 Arlington Boulevard Fairfax, Virginia 22031

Engineers/Planners/Agent

Patton Harris Rust & Associates, Inc.

14532 Lee Road Chantilly, Virginia 20151 Transportation Engineers/Agent

Agents:

Agents:
Dennis M. Couture
Cody A. Pennetti
Christopher J. dePascale
Andrea R. Crossett

Douglas R. Kennedy George R. Phillips

Rounds VanDuzer Architects, P.C.

467A North Washington Street Falls Church, Virginia 22046 Architect/Agent

Agent:

Mark E. McAfee

(check if applicable)

[] There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

DATE: June 12, 2012
(enter date affidavit is notarized)

for Application No. (s): PCA/FDPA 2008-MD-003
(enter County-assigned application number(s))

1(b). The following constitutes a listing*** of the SHAREHOLDERS of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders, and if the corporation is an owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation:

(NOTE: Include SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS herein.)

CORPORATION INFORMATION

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code) WRI Hilltop Village, LLC 2600 Citadel Plaza, Suite 125 Houston, TX 77008

DESCRIPTION OF CORPORATION: (check one statement)

- [1] There are 10 or less shareholders, and all of the shareholders are listed below.
- [] There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF SHAREHOLDERS: (enter first name, middle initial, and last name)

Weingarten Realty Investors, Managing Member Hilltop Village Center, LLC, Member

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & title, e.g. President, Vice President, Secretary, Treasurer, etc.)

(check if applicable) [1] There is more corporation information and Par. 1(b) is continued on a "Rezoning Attachment 1(b)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

	Year 10, 2012	
	DATE: June 12, 2012	
A 1:	(enter date affidavit is notarized) // Son No. (s): PCA/FDPA 2008-MD-003	650-6
or Application	(enter County-assigned application number (s))	
NAME & ADI Weingarten Realty 2600 Citadel Plaz Houston, TX 7700	za, Suite 125	p code)
[] [] [/] NAMES OF T	There are 10 or less shareholders, and all of the shareholders are listed below. There are 10 or less shareholders, and all of the shareholders owning 10% or more of class of stock issued by said corporation are listed below. There are more than 10 shareholders, but no shareholder owns 10% or more of any class stock issued by said corporation, and no shareholders are listed below. THE SHAREHOLDER: (enter first name, middle initial, and last name) stment trust which is publicly traded on the NYSE.	
NAMES OF C	Board of Trust Managers: Stanford J. Alexander, Andrew M. Alexander, Robert J. Cruikshank OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. ee-President, Secretary, Treasurer, etc.)	· ·
NAMES OF C President, Vice Andrew M. Alexa Jeffrey A. Tucker,	OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.	
NAMES OF C President, Vice Andrew M. Alexa Jeffrey A. Tucker, Crook, VP/Associ	OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. te-President, Secretary, Treasurer, etc.) ander, President/CEO; Stanford J. Alexander, Chairman; Stephen C. Richter, EVP/CFO; Johnny Hendrix (r., Former SVP/General Counsel; M. Candace DuFour, SVP/Secretary; Joe D. Shafer, SVP/CAO/Secretary; inter General Counsel; Marc A. Kasner, VP/Asst Secretary; Mark D. Stout, VP/General Counsel DRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip enter, LLC k Road	; William M.
NAMES OF OPTESIDENT, VICE President, VICE Andrew M. Alexa Jeffrey A. Tucker, Crook, VP/Associ NAME & ADI Hilltop Village Ce 8245-D2 Backlick Lorton, VA 22079	OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. te-President, Secretary, Treasurer, etc.) ander, President/CEO; Stanford J. Alexander, Chairman; Stephen C. Richter, EVP/CFO; Johnny Hendrix (r., Former SVP/General Counsel; M. Candace DuFour, SVP/Secretary; Joe D. Shafer, SVP/CAO/Secretary; inter General Counsel; Marc A. Kasner, VP/Asst Secretary; Mark D. Stout, VP/General Counsel DRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip enter, LLC k Road	; William M. code)

There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

[J]

(check if applicable)

DATE: June 12, 2012	1156501
for Application No. (s): PCA/FDPA 2008-MD-003	//3/03/04
(enter County-assigned application number (s))	
NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, stilltop Sand & Gravel Company, Inc. 8245-D2 Backlick Road Lorton, VA 22079	state, and zip code)
DESCRIPTION OF CORPORATION: (check one statement) [✓] There are 10 or less shareholders, and all of the shareholders are listed below. [] There are more than 10 shareholders, and all of the shareholders owning 10% class of stock issued by said corporation are listed below. [] There are more than 10 shareholders, but no shareholder owns 10% or more of stock issued by said corporation, and no shareholders are listed below.	or more of any
NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name) Clemens S. Gailliot Sr. Trust f/b/o Thomas H. Gailliot, Sr.; Clemens S. Gailliot Sr. Trust f/b/o Clemens S. Gailliot Sr. By-Pass Trust f/b/o Theresa A. Gailliot; Martin A. Gailliot, Sr., Wife's Exempt Trust f/b/o Theresa A. Gailliot; Elizabeth M. Gailliot-Hilltop Inheritance Trust f/b/o Eliza Gailliot, III (minor); Greta J. Gailliot (minor)	liot; Martin A. Gailliot, Sr.,
NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, an President, Vice-President, Secretary, Treasurer, etc.) Michael C. Gailliot, President; Clemens S. Gailliot, Jr., VP; G. Michael Whitfield, VP; Elizabeth M. Gailliot, VP; Theresa A. Gailliot, VP Directors: Clemens S. Gailliot, Jr., William A. Fritz, Jr., Theresa A. Gailliot, Thomas H. Gailliott, Sr., Elizabeth	VP; Thomas H. Gailliot, Sr.,
NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, sta Walsh, Colucci, Lubeley, Emrich & Walsh, P.C. 2200 Clarendon Boulevard, 13th Floor Arlington, Virginia 22201	ate, and zip code)
DESCRIPTION OF CORPORATION: (check one statement) [] There are 10 or less shareholders, and all of the shareholders are listed below. [] There are more than 10 shareholders, and all of the shareholders owning 10% class of stock issued by said corporation are listed below. [] There are more than 10 shareholders, but no shareholder owns 10% or more of stock issued by said corporation, and no shareholders are listed below.	6 or more of any
NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name) David J. Bomgardner, E. Andrew Burcher, Thomas J. Colucci, Peter M. Dolan, Jr., Jay du Von, William A. Fo. H. Mark Goetzman, Bryan H. Guidash, Michael D. Lubeley, J. Randall Minchew, M. Catharine Puskar, John Garth M. Wainman, Nan E. Walsh, Martin D. Walsh	
NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, ar President, Vice-President, Secretary, Treasurer, etc.)	nd title, e.g.

There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

[J]

(check if applicable)

		DATE:	June 12, 2012		<u> </u>	115650-
for Application	n No. (s):	PCA/FDPA 20	(enter date af 008-MD-003	fidavit is notariz	zed)	//3000
* *	` '	(enter Co	unty-assigned a	application num	ber (s))	
NAME & AD Dewberry & Davi 8401 Arlington B Fairfax, Virginia	is LLC oulevard	F CORPORATI	ON: (enter con	nplete name, num	ber, street, city	, state, and zip code)
DESCRIPTIO [/] []	There are class of s	PRPORATION: 10 or less shareh more than 10 sha tock issued by said more than 10 sha and by said corpora	olders, and all or reholders, and all d corporation are reholders, but no	f the shareholders II of the sharehold e listed below. o shareholder own	ers owning 10° s 10% or more	% or more of any
NAMES OF T The Dewberry Con James L. Beight, M Dennis M. Coutur	mpanies LC, Member	REHOLDER: (c	enter first name,	middle initial, and	d last name)	
The Dewberry Co. 8401 Arlington Bo	mpanies LC oulevard	CORPORATIO	N: (enter comp	lete name, numbe	r, street, city, s	tate, and zip code)
Fairfax, Virginia 2						
DESCRIPTIO [/] []	There are class of s	RPORATION: (e 10 or less sharehe more than 10 sha stock issued by said e more than 10 sha issued by said corp	olders, and all of areholders, and a d corporation are areholders, but no	f the shareholders ll of the sharehold e listed below. o shareholder own	lers owning 10 ^o	% or more of any
Members: Sidney	O. Dewberry	REHOLDERS: (e y, Barry K. Dewberry S. Dewberry II and 3	, Karen S. Grand P	re, Thomas L. Dewb	erry, Michael S.	Dewberry Credit Shelter Trust
NAMES OF O						

There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

 $[m{\prime}]$

(check if applicable)

		Aczoning Attachine	in to 1 al. 1(b)	
	DATE	E: June 12, 2012		1156506
for Application No.	(e) PCA/FDPA	(enter date affice 2008-MD-003	lavit is notarized)	1106306
for Application 1vo.	(5)		olication number (s))	менунаприяти
NAME & ADDRES Patton Harris Rust & Ass 14532 Lee Road Chantilly, Virginia 20151	ociates, Inc.	TION: (enter compl	ete name, number, street,	city, state, and zip code)
[] There class [] There stock	e are 10 or less sha e are more than 10 s of stock issued by s e are more than 10 s t issued by said corp	reholders, and all of the shareholders, and all of said corporation are listing the shareholders, but no share boration, and no share	ne shareholders are listed of the shareholders owning sted below. nareholder owns 10% or n holders are listed below.	g 10% or more of any more of any class of
NAMES OF THE S Sole Shareholder: Pennoni Associates, Inc.	HAREHOLDER:	(enter first name, mi	iddle initial, and last name	a)
President, Vice-Presi	ident, Secretary, T	reasurer, etc.)	ne, middle initial, last nar	
Pennoni Associates, Inc. 3001 Market Street, 2nd F Philadelphia, PA 19104	Floor			•
✓ Ther class[] Ther	e are 10 or less share are more than 10 sof stock issued by the are more than 10	reholders, and all of the shareholders, and all c said corporation are li shareholders, but no s	ne shareholders are listed of the shareholders owning	g 10% or more of any more of any class
Celestino R. Pennoni	(PAI) Employee Stock	Option Plan (ESOP). All	ddle initial, and last name	e) participants; however, no one
NAMES OF OFFIC President, Vice-Pres			ne, middle initial, last na	me, and title, e.g.
(check if applicable)		is more corporation info ning Attachment to Par.	ormation and Par. 1(b) is continuous form.	ontinued further on a

		x 1 mm	Inno 12 20	112			4
		DATE:	June 12, 20	e affidavit is	notorized)	_	1156506
for Application No	. (s): PCA	/FDPA 2	2008-MD-00	is arridavit is	notarized)		1136306
		(enter C	County-assign	ed applicatio	n number (s))	
NAME & ADDRE Rounds VanDuzer Arch 467A North Washington Falls Church, Virginia 2	nitects, P.C. n Street	RPORAT	FION: (enter	complete nam	e, number, stre	eet, city, state, a	and zip code)
DECOMPRESSION	T CONDOL) A TTANT	(. (- b l				
DESCRIPTION O [/] The					holders are list	ed below.	
[] The	ere are more t	<u>than 10</u> sh	nareholders, ar	nd all of the sh	areholders owr	ning 10% or m	ore of any
[] The	ere are <u>more t</u>	<u>than 10</u> sh	nareholders, bu			or more of any w.	class of
NAMES OF THE	SHAREHO	LDER:	(enter first na	me, middle ini	tial, and last n	ame)	
David P. VanDuzer Mark E. McAfee			•	,		,	
Stephen F. Kenney Jonathan A. Fritsch							
Ingenited and Adjustment and American State of the Control of the						AND RANGE AND PARTY MAKES MAKES AND MAKES AND	
NAMES OF OFFI President, Vice-Pre					dle initial, last	name, and title	, e.g.
,	<i>,</i> ,	· , ,					
NAME & ADDRES	SS OF COR	PORATI	ON: (enter co	omplete name,	number, street	t, city, state, an	d zip code)
DESCRIPTION OF					holders are list	ad balany	
						ning 10% or m	ore of any
				n are listed bel			
					der owns 10% ers are listed be	<u>or more</u> of any <u>elow</u> .	class
NAMES OF THE S	SHAREHOI	DERS:	(enter first nar	me, middle ini	tial, and last na	ame)	
					•		
NAMES OF OFFI President, Vice-Pre					dle initial, last	name, and title	e, e.g.
	- , 	· J > ~ •					
(check if applicable)	[]	There is	more corporat	ion information	and Par. 1(b) i	s continued fur	ther on a
(spp. spp. spp. spp. spp. spp. spp. spp	i j			to Par. I(b)" fo		o Johnnada IIII	and on u

Page Three

REZONING AFFIDAVIT

	DATE: June 12, 2012 (enter date affidavit is notarized)	1156506
for Ap	oplication No. (s): PCA/FDPA 2008-MD-003 (enter County-assigned application number(s))	
1(c).	The following constitutes a listing*** of all of the PARTNERS, both GENERA any partnership disclosed in this affidavit:	L and LIMITED, in
	PARTNERSHIP INFORMATION	
PAR'	TNERSHIP NAME & ADDRESS: (enter complete name, number, street, city, state	e and zip code)
(checl	c if applicable) [] The above-listed partnership has no limited partners.	
	ES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name ral Partner, Limited Partner, or General and Limited Partner)	e, and title, e.g.
(chec	ek if applicable) [] There is more partnership information and Par. 1(c) is continued Attachment to Par. 1(c)" form.	d on a "Rezoning
succes has no	Il listings which include partnerships, corporations, or trusts, to include the names of beneficiar sively until: (a) only individual persons are listed or (b) the listing for a corporation having most shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITE TRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, so	re than 10 shareholders LE OWNER,

must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of

beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on

the attachment page.

		DATE:	June 12, 2012 (enter date affiday	rit is notarized)		115	651
for Ap	lication No. (s	s): PCA/FDPA 200 (enter C	08-MD-003 County-assigned appl	ication number((s))		
1(d).	One of the fo	ollowing boxes mus	<u>t</u> be checked:			,	
	of any and be	tion to the names list and all other individual neficiary of a trust) HASER, or LESSE	luals who own in th 10% or more of the	e aggregate (di	rectly and as a	shareholder, p	oartner,
٠.							
	aggreg	than the names listed ate (directly and as ICANT, TITLE O	a shareholder, partn	er, and benefic	iary of a trust)	10% or more	of the

his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a

That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of

(check if applicable) [] There are more interests to be listed and Par. 2 is continued on a "Rezoning Attachment to Par. 2" form.

None

2.

	DATE: June 12, 2012 (enter date affidavit is notarized) //5650
or A	pplication No. (s): PCA/FDPA 2008-MD-003 (enter County-assigned application number(s))
3.	That within the twelve-month period prior to the public hearing of this application, no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employee, agent, or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has, or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of more than \$100, singularly or in the aggregate, with any of those listed in Par. 1 above.
	EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on line below.) None
	(NOTE: Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)
	(check if applicable) [] There are more disclosures to be listed and Par. 3 is continued on a "Rezoning Attachment to Par. 3" form.
4 .	That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.
WIT	TNESS the following signature:
	(check one) [Applicant [✓] Applicant's Authorized Agent
	Sara V. Mariska, attorney/agent (type or print first name, middle initial, last name, and title of signee)
Subs	coribed and sworn to before me this 12 day of June 2012, in the State/Comm. Virginia, County/City of Arlington
Му (commission expires: 11/30/2015 Immung Falls Notary Public
Å	M RZA-1 Updated (7/1/06) KIMBERLY K. FOLLIN Registration # 283945 Notary Public COMMONWEATH OF VINCENTA